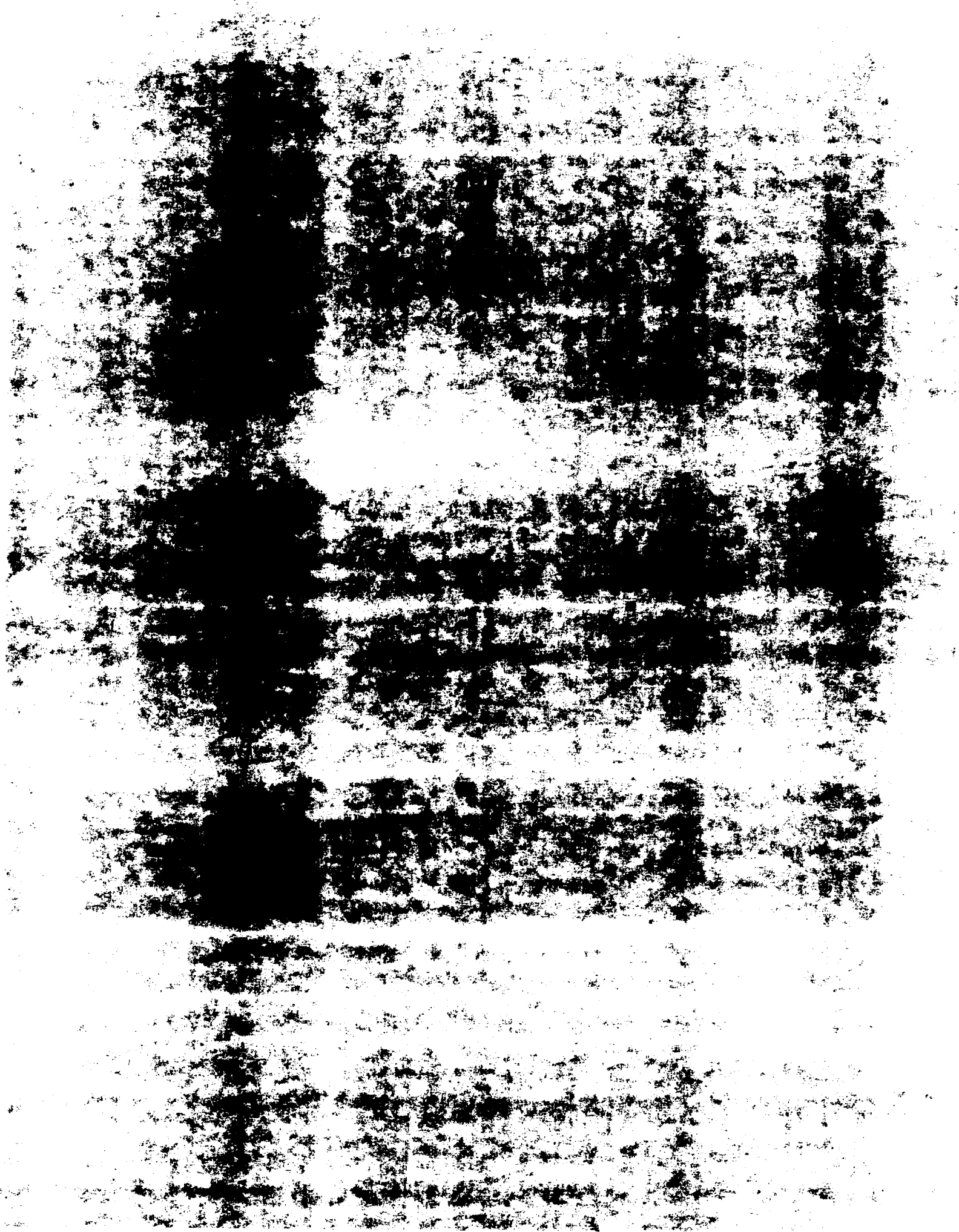


Selected Mid-Size/Small BTAs

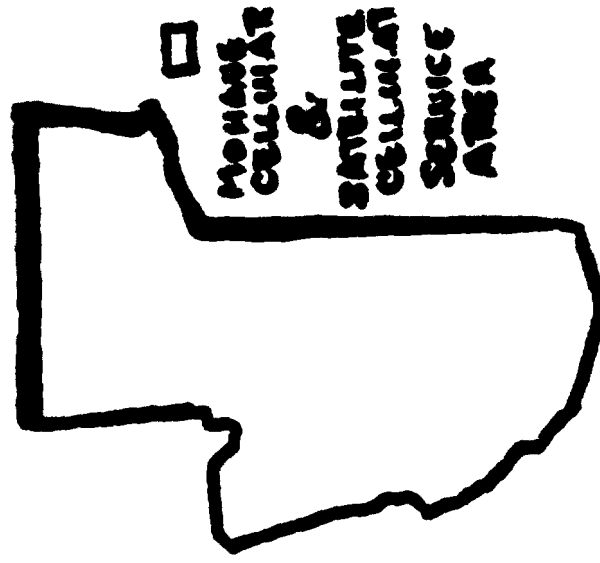
BTA Name	Total Pops	Celcos in Market	Celco Pops	% Overlap
Lafayette	513,000	Iberia Cellular McCaw BellSouth	70,100 220,500 513,000	13.7 % 42.9 % 100 %
Fort Myers	549,000	Palmer Communications Independent Cell. Network GTE Mobilnet	381,100 160,300 549,000	69.4 % 29.1 % 100 %
Flint	500,800	AirTouch/CCI Ameritech Cell.	500,800 500,800	100 % 100 %
Corpus Christie	518,000	U.S. Cellular SMB Mobile McCaw	150,500 518,000 367,700	29.1 % 100 % 70.9 %
Evansville	509,700	BellSouth GTE/Contel U.S. Cellular Cellular of Indiana First Cellular of S. Illinois	315,900 435,700 119,800 74,000 74,000	61.9 % 85.5 % 23.5 % 14.5 % 14.5 %
Provo-Orem	290,600	McCaw U S WEST Cell. ComNet Cellular	290,700 290,700 5,900	98.0 % 98.0 % 2.0 %
Tyler	281,000	U.S. Cellular Sprint McCaw Peoples Cellular Water Cellular GTE Mobilnet	201,400 209,200 31,200 31,200 48,900 41,100	71.7 % 74.4 % 31.2 % 11.1 % 17.4 % 14.6 %
Erie	279,300	McCaw GTE Mobilnet	279,300 279,300	100 % 100 %
Alexandria	293,000	General Cellular Century Cellunet Mid-South Cell. Mercury Cellular BellSouth	152,00 190,600 102,500 73,200 38,600	51.9 % 65.1 % 34.9 % 24.9 % 13.2 %
Brownsville	302,100	Celutel SMB Mobile U.S. Cellular	283,700 302,100 18,400	93.9 % 100 % 6.1 %
Williamsport	165,000	Vanguard Independent Cell. Network/CTEC Americell U.S. Cellular	122,300 42,900 36,800 122,300	74.1 % 26.0 % 22.3 % 74.1 %
Farmington	171,900	Sprint Century Cellunet Pacific NW Cell. ComNet Cellular Durango Cellular CellCom	96,500 96,500 6,100 75,500 57,700 11,700	56.1 % 56.1 % 3.5 % 43.9 % 33.6 % 6.8 %
Salisbury	171,700	WCC Cellular BAM	171,700 171,700	100 % 100 %
Beckley	166,300	Highland Cell. ALLTEL Celfon Independent Cell. Network	138,400 138,400 27,900 27,900	83.2 % 83.2 % 16.8 % 16.8 %

Danville	164,000	GTE/Contel Sprint U.S. Cellular	136,500 128,100 50,000	83.2 % 78.1 % 30.5 %
Kankakee	129,700	Sudhir Khanna Ill. Valley Cell. Ameritech Cell. SMB Mobile	98,600 31,100 98,600 31,100	76.0 % 23.9 % 76.0 % 23.9 %
Fredericksburg	117,200	SMB Mobile BAM Contel	117,200 96,600 20,600	100 % 82.4 % 17.6 %
Corbin	134,000	Danbury Cell. Cellular Phone of Kentucky First Kentucky Cellular Contel	47,100 47,100 87,000 87,000	35.1 % 35.1 % 64.9 % 64.9 %
Bellingham	145,200	McCaw U S WEST Cell.	145,200 145,200	100 % 100 %
Harrisonburg	135,100	SMB Mobile Shenandoah Mobile Virginia Cell. Virginia RSA #6 U.S. Cellular	43,100 22,800 92,100 92,100 20,300	31.9 % 16.9 % 68.2 % 68.2 % 15.0 %
Ashtabula	101,600	CCI/AirTouch GTE Mobilnet	101,600 101,600	100 % 100 %
Dalton	105,000	U.S. Cellular BellSouth	105,000 105,000	100 % 100 %
Staunton	104,000	Virginia Cell. Virginia RSA 6 Cellular LP	104,000 104,000	100 % 100 %
Scottsbluff	102,000	Sagir Inc. Nebraska Cell. General Cellular	87,900 102,000 35,300	86.2 % 100 % 34.6 %
Eagle Pass	109,500	U.S. Cellular SMB Mobile	109,500 109,500	100 % 100 %
Stillwater	75,500	McCaw SMB Mobile	75,500 75,500	100 % 100 %
Hastings	72,800	General Cellular Nebraska Cell. Cass Tel. Cell.	26,200 72,800 46,600	35.9 % 100 % 64.0 %
Natchez	70,900	Mid-South Cell. Century Cellunet BellSouth Cellular Holding	20,200 20,200 50,700 50,700	28.5 % 28.5 % 71.5 % 71.5 %
Selma	73,000	Dominion Cell. S. Alabama Cell.	73,000 73,000	100 % 100 %
Watertown	73,400	Pacific NW Cell. Rural Cell. Corp. Marshall Cell. Partners Pacific Telecom RCM Cell. Part. General Cellular	9,900* 9,900 8,300 55,300 8,300 55,300*	13.5 % 13.5 % 11.3 % 75.3 % 11.3 % 75.3 %

* As affiliates, the combined share of these companies in this market rises to the level of 86.8 percent.

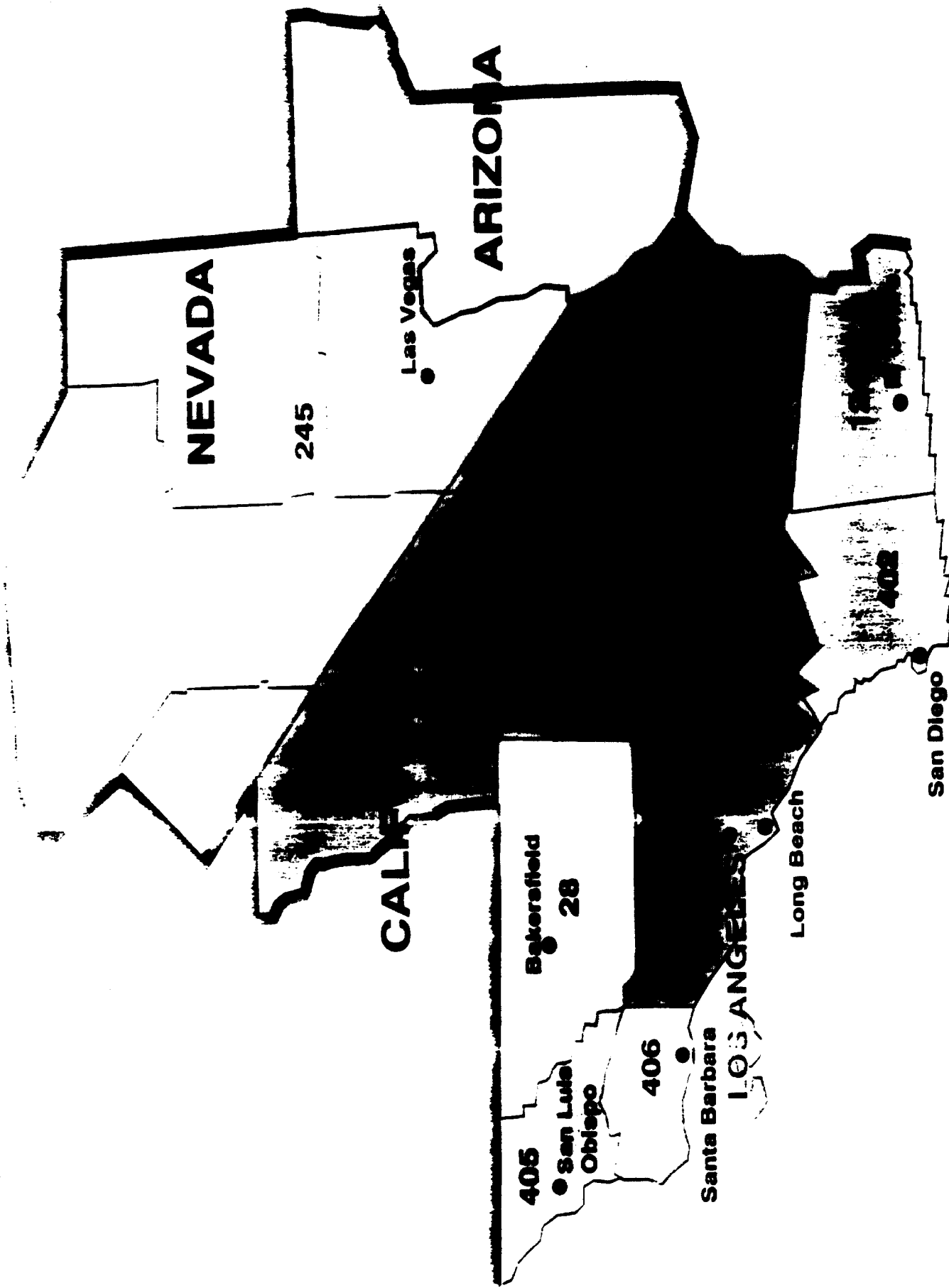


As an example of companies which qualify for divestiture contingent on a successful BTA bid: In the Los Angeles MTA, the Las Vegas BTA encompasses four cellular service areas in Arizona and Nevada. Two licensees in Arizona RSA 1 -- Mohave Cellular and Satellite Cellular -- have an over of 10.7 percent of the BTA, and both may and would be required to divest in connection with a successful bid for the Las Vegas BTA.



MONARCH
CELLULAR
&
SATELLITE
CELLULAR
SERVICE
AREA

LOS ANGELES MAJOR TRADING AREA

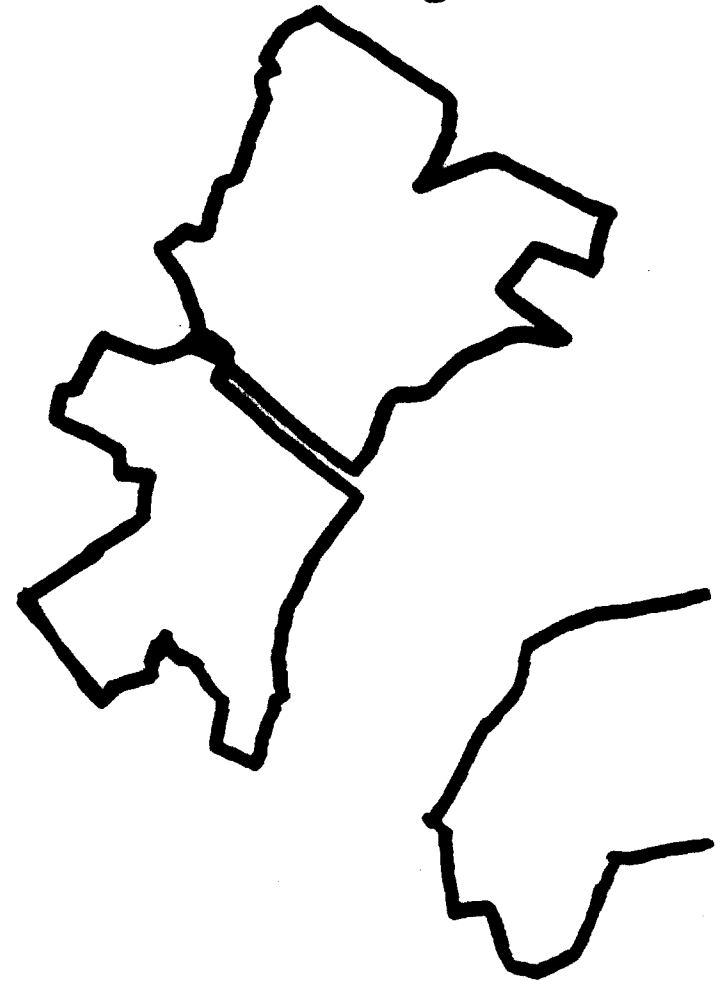


Contel serves Virginia RSAs 7 and 11, but not the Charlottesville MSA, which lies between them. If Contel wants to link its existing RSAs it would have to bid on the Charlottesville MSA or for the Charlottesville BTA. However, the RSAs have an 18.0 percent overlap of the Charlottesville BTA.

Contel may bid for 10 MHz, but not 20 MHz, in the Charlottesville BTA under these conditions. If it divests RSA 11, it will be eligible to bid for 20 MHz, but must bid for the Washington and Fredericksburg BTAs to replace the component counties which were part of RSA 11 if it wants to continue to serve them as a wireless provider. Contel would be unrestricted in bidding for the Washington BTA, as it has less than a 10 percent population overlap.

To bid for the Fredericksburg BTA, however, involves another conflict, because it overlaps Virginia RSA 12 -- which is also served by Contel. The overlap in this case is 79 percent, and divestiture is not allowed under the Commission's "10 to 20" divestiture window. Even if Contel could divest this market, with the object of bidding for BTAs which overlapped the area, this would produce further conflicts, as the replacement BTAs also overlap other RSAs and MSAs already served by Contel in the Richmond MTA.

CONTROL COLUMN
SERVICE AREAS



WES GINIA

381

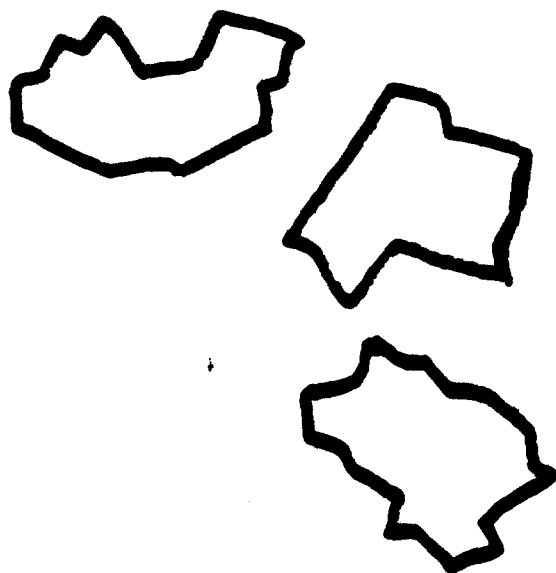
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Centennial Cellular serves the Charlottesville MSA, in the Washington/Baltimore BTA, with 140,700 pops. The MSA is located in the middle of the Charlottesville BTA. If Centennial wanted to extend its service area, it would be limited to a 10 Mhz license in the adjacent areas, because the BTA has a population of 203,000 -- and Centennial's overlap is 69.3 percent.

Centennial also serves two MSAs -- Roanoke and Lynchburg -- in the Richmond MTA. The possibility of establishing a larger, contiguous market, which would link the Roanoke, Lynchburg and Charlottesville MSAs is constrained both in the area lying between Charlottesville and Lynchburg (part of the Charlottesville BTA), and in the areas lying between and around the Roanoke and Lynchburg MSAs (part of the Roanoke BTA). This is because the Roanoke MSA (which has a population of 233,200) lies within the Roanoke BTA, which has a population of 623,000, and Centennial therefore has an overlap of 37.4 percent.

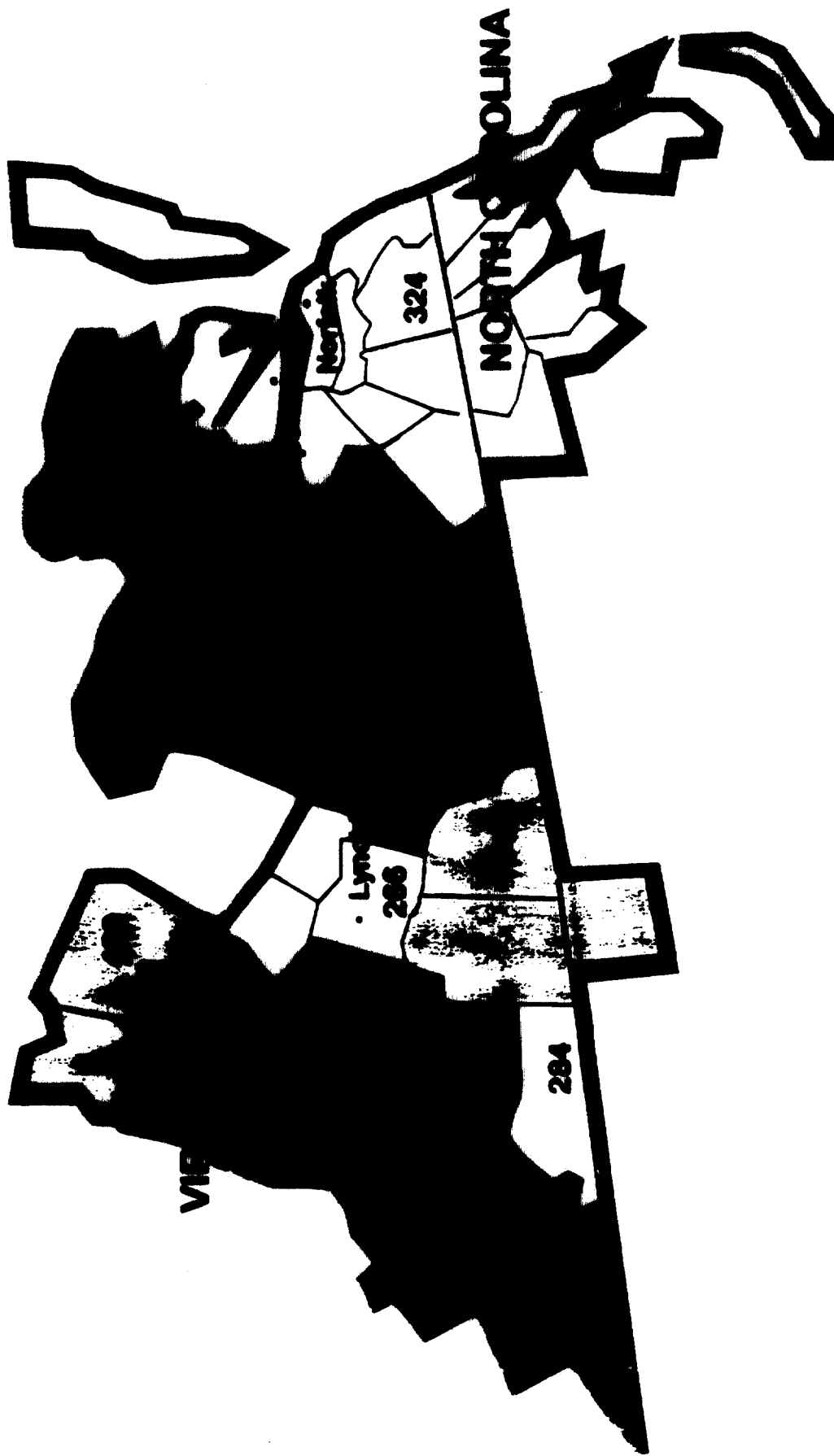
See attached map of Richmond MTA, with extension into Washington MTA.

□ CONTINUAL COLUMBIA
SOURCE AREA



RICHMOND

MAJOR TRADING AREA



In the San Francisco MTA, California RSA 4 overlaps the Fresno BTA, and provides another example of the sacrifices which are required -- and the uncertainties which are generated -- by the Commission's rules.

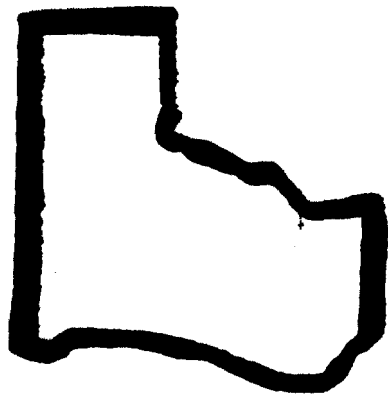
Cellular 2000 serves CA-4, which has total pops of 347,200. Of those pops, 104,800 pops are in the Fresno BTA (which itself has total pops of 887,200), giving Cellular 2000 an overlap of 12 percent.

Cellular 2000 can divest its RSA, in connection with bidding for the Fresno BTA, and thereby more than double its potential market. However, the remainder of its existing service area lies in two other BTAs -- the San Francisco and Merced BTAs. It could bid on the San Francisco BTA, as the sacrificed segment in that BTA (the San Benito county) has a population of 40,300 and the entire BTA has a population of 6,830,000.

However, there is a question of whether Cellular 2000 could bid on the Merced BTA. The segment of CA-4 which falls within the Merced BTA has a population of 202,100 -- and the Merced BTA has a total population of 218,800. Thus, Cellular 2000 had an overlap of 92.4 percent of the Merced BTA. . .

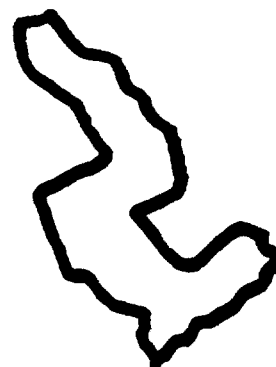
This actually also raises the question of whether Cellular 2000 would be prohibited from divesting its RSA license because its overlap in the Merced BTA was outside of the Commission's 10-20 percent overlap window for that market -- even though it was within the window for the Fresno BTA. Would Cellular 2000 be prohibited from divestiture, and limited to bidding on 10 MHz licenses in both the Fresno and Merced PCS markets?

In northern California, California RSA 1 overlaps the Redding BTA. The carriers serving CA-1 -- Cal-One Cellular and U.S. Cellular -- currently serve some 59,300 pops out of the 285,000 pops in the BTA (and have an overlap of 20.8 percent based on Paul Kagan Associates' 1994 population estimates). They therefore are limited in their ability to bid for licenses and fall outside the Commission's narrow divestiture window.



☐ CAL-ONE CELLULAR
SERVICE AREA

☐ CELLULAR 2000
SERVICE AREA



SAN FRANCISCO MAJOR TRADING AREA



A conflict similar to that which occurred with Cellular 2000 in the Fresno/Merced BTAs also exists in the New York MTA.

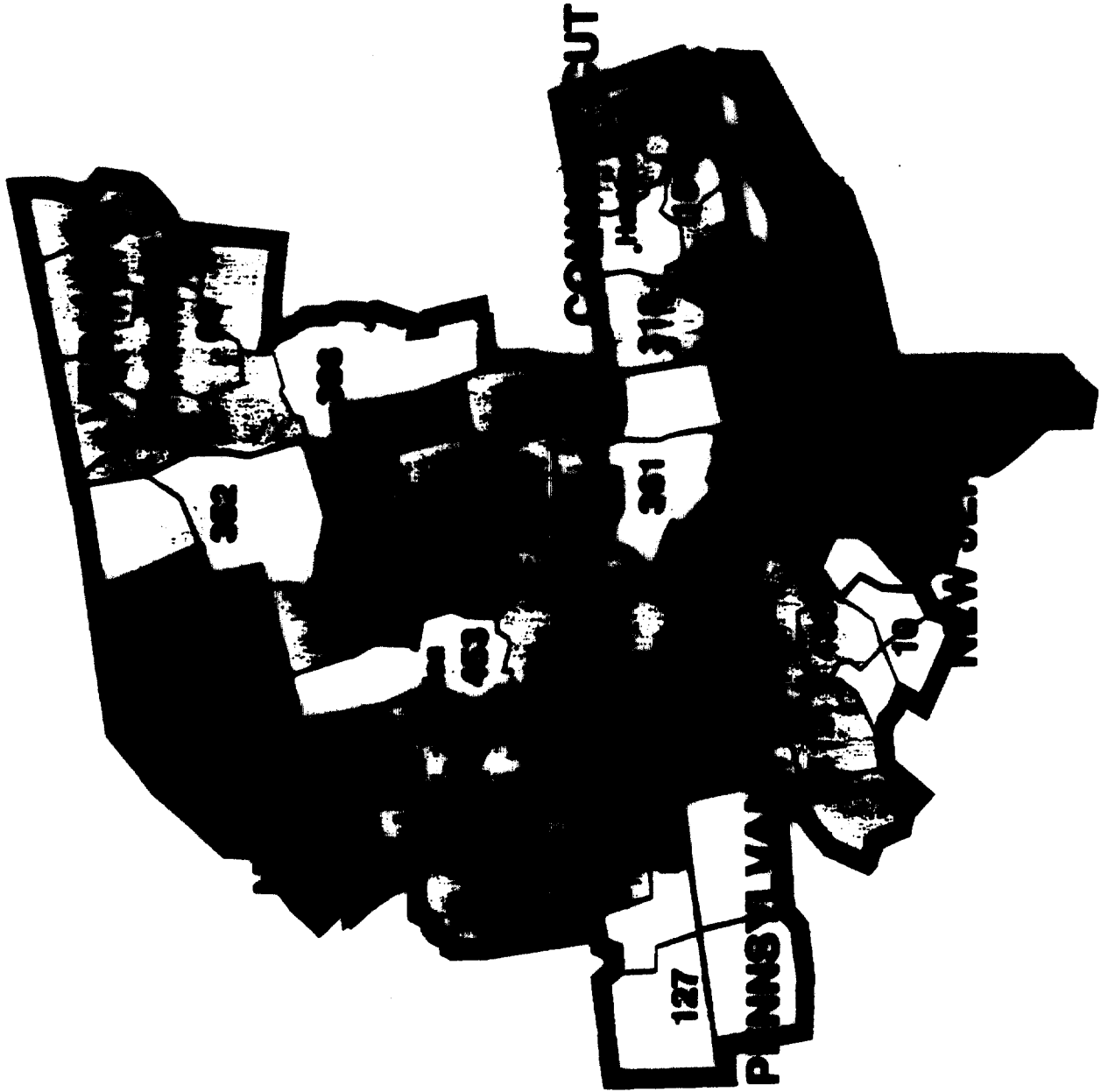
Contel serves New York RSA 2, which has a population of 232,100. NY-2 overlaps into three BTAs -- the Watertown BTA (population 309,000), and the Albany BTA (population 1,056), and the Plattsburgh BTA (population 126,500).

The overlap into the Watertown BTA is 47,100 pops -- 15.2 percent. Contel would be restricted from bidding for more than a 10 MHz license, unless it divested its interest -- which it would be permitted to do since the overlap falls within the Commission's divestiture window.

The overlap into the Albany BTA is 5,500 -- only 0.5 percent -- and Contel could bid on that BTA with the assurance that it would expand its service area and retain a presence in the overlapped market.

However, the overlap into the Plattsburgh BTA is 126,500 -- 100 percent of the BTA is composed of the RSA. Would Contel be prohibited from divesting the RSA because this overlap exceeds the window -- even though the overlap of the other two markets falls within the permitted window? Or would Contel be prohibited from divestiture, and limited to bidding for a 10 Mhz license in the Watertown BTA?

NEW YORK MAJOR TRADING AREA




COUNCIL CHURCH
SERVICE AREA

